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The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001729650](#)

Name of Issuer

[TON Issuer Inc](#)

Jurisdiction of
Incorporation/Organization

[VIRGIN ISLANDS, BRITISH](#)

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) [2018](#)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[TON Issuer Inc](#)

Street Address 1

[CRAIGMUIR CHAMBERS, ROAD TOWN](#)

Street Address 2

City

[TORTOLA](#)

State/Province/Country

[VIRGIN ISLANDS,
BRITISH](#)

ZIP/PostalCode

[VG 1110](#)

Phone Number of
Issuer

[284 494 2233](#)

1. Issuer's Identity

CIK (Filer ID Number)

[0001730853](#)

Name of Issuer

[Telegram Group Inc.](#)

Jurisdiction of
Incorporation/Organization

Previous
Names

☐ None

[Phoenix Mobile Ltd.](#)

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

VIRGIN ISLANDS, BRITISH

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years (Specify Year) 2014☐ Yet to Be Formed☐ Business Trust☐ Other (Specify)**2. Principal Place of Business and Contact Information**

Name of Issuer

Telegram Group Inc.

Street Address 1

Street Address 2

CRAIGMUIR CHAMBERS, ROAD TOWN

City

State/Province/Country

ZIP/PostalCode

Phone Number of
Issuer

TORTOLA

VIRGIN ISLANDS,
BRITISH

VG 1110

284 494 2233

3. Related Persons

Last Name

First Name

Middle Name

Durov

Pavel

Valerievich

Street Address 1

Street Address 2

Craigmuir Chambers, Road Town

City

State/Province/Country

ZIP/PostalCode

Tortola

VIRGIN ISLANDS, BRITISH

VG 1110

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Durov

Nikolai

Street Address 1

Street Address 2

Craigmuir Chambers, Road Town

City

State/Province/Country

ZIP/PostalCode

Tortola

VIRGIN ISLANDS, BRITISH

VG 1110

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group☐ Agriculture

Banking & Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐☐ Retailing☐ Restaurants

Technology

☐ Computers☐

| | | |
|---|--|--|
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Other Health Care | <input checked="" type="checkbox"/> Other Technology |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Manufacturing | Travel |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| Energy | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

| | | |
|---|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(c) | |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | |

☐ Section 3(c)(5) ☐ Section 3(c)(13)
☐ Section 3(c)(6) ☐ Section 3(c)(14)
☐ Section 3(c)(7)

7. Type of Filing

☒ New Notice Date of First Sale [2018-01-29](#) ☐ First Sale Yet to Occur
☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

| | |
|--|--|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) Purchase Agreements for Cryptocurrency |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$[0](#) USD

12. Sales Compensation

| | | |
|---|---|-----------------|
| Recipient | Recipient CRD Number <input checked="" type="checkbox"/> None | |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None | |
| Street Address 1 | Street Address 2 | |
| City | State/Province/Country | ZIP/Postal Code |
| State(s) of Solicitation (select all that apply) Check "All States" or check individual States | <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US | |

13. Offering and Sales Amounts

Total Offering Amount \$850,000,000 USD or ☐ Indefinite
Total Amount Sold \$850,000,000 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

This \$850,000,000 offering was made under a claim of federal exemption under Rule 506(c) and/or Regulation S under the Securities Act of 1933. The issuers may pursue one or more subsequent offerings, in which case a new or amended Form D will be filed.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

Unknown at this time. The issuers intend to use the proceeds for the development of the TON Blockchain, the development and maintenance of Telegram Messenger and the other purposes described in the offering materials.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|---------------------|-----------------------------|-------------------------|----------|------------|
| TON Issuer Inc | /s/ Pavel Valerievich Durov | Pavel Valerievich Durov | Director | 2018-02-13 |
| Telegram Group Inc. | /s/ Pavel Valerievich Durov | Pavel Valerievich Durov | Director | 2018-02-13 |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.